



The David J. Joseph Company

February 14, 2005

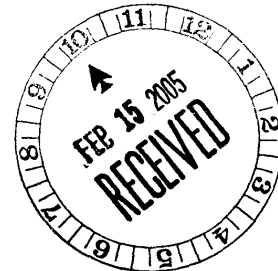
Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0006

RECORDATION NO. 25455 FILED

FEB 15 '05

4-20 PM

SURFACE TRANSPORTATION BOARD



Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Railroad Equipment Lease Agreement dated as of February 1, 2005 between the following parties:

Lessee: NRG Power Marketing, Inc.  
211 Carnegie Center  
Princeton, NJ 08540

Lessor: Joseph Leasing Ltd.  
300 Pike Street  
Cincinnati, OH 45202

Please see Exhibit A for the equipment, (19) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated as of February 1, 2005 related to (19) railcars bearing reporting marks DJLX 96003, 96009, 96013, 96015, 96016, 96024, 96026, 96036, 96038, 96045, 96051, 96079, 96085, 96086, 96095, 96100, 96106, 96019, 96114.

Please file this agreement as a primary document. The amount of \$32.00 is included on the enclosed check No. 1530 for the filing fees for this document. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

Julie M. Woodard  
Documentation Coordinator

Enclosures

Rail Equipment Group

300 Pike Street  
Cincinnati, OH 45202-4214  
Phone (513) 419-6200  
Fax (513) 419-6221

RECORDATION NO. 25455 FILED

FEB 15 '05

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**MEMORANDUM OF  
RAILROAD EQUIPMENT LEASE AGREEMENT** SURFACE TRANSPORTATION BOARD

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 1<sup>st</sup> day of February, 2005, is intended to evidence the lease dated as of January 27, 2005 (the "Lease"), between **JOSEPH LEASING LTD.**, an Ohio limited liability company ("Lessor"), and **NRG POWER MARKETING INC.**, a Minnesota corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the nineteen (19) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

**IN WITNESS WHEREOF**, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

**JOSEPH LEASING LTD.**

By: \_\_\_\_\_

Name: James H. Goetz

Title: Vice President

Date: February 1, 2005

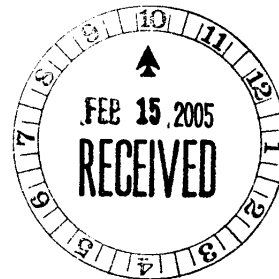
**NRG POWER MARKETING INC.**

By: \_\_\_\_\_

Name: Ershel C. Redd Jr.

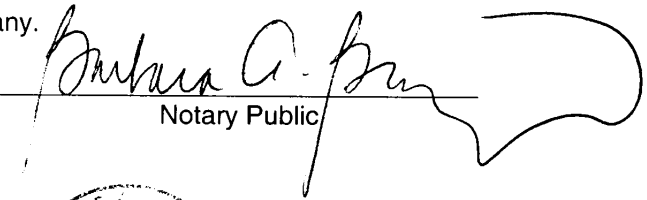
Title: Chairman, President and CEO  
NRG Power Marketing Inc.

Date: 2-3-05



STATE OF OHIO                    )  
  )  
COUNTY OF HAMILTON        )       SS:

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of February, 2005, by James H. Goetz, the Vice President of Joseph Leasing Ltd., an Ohio limited liability company, on behalf of the company.

  
Notary Public

My Commission expires:

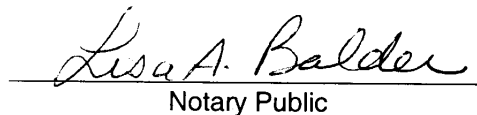
February 20, 2006



BARBARA A. BRZEZICKI  
Notary Public, State of Ohio  
My Commission Expires  
February 20, 2006

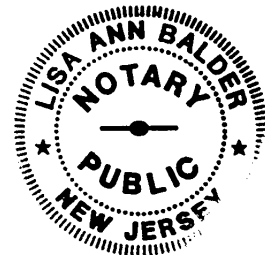
STATE OF New Jersey        )  
  )  
COUNTY OF Mercer         )       SS:

The foregoing instrument was acknowledged before me this 3<sup>rd</sup> day of February, 2005, by Erschel C. Reed, Jr., the President of NRG Power Marketing, Inc., a Delaware corporation, on behalf of the corporation.

  
Notary Public

My Commission expires:

November 23, 2009



## **EXHIBIT A**

To the Memorandum of Lease dated February 1, 2005, between Joseph Leasing Ltd. and NRG Power Marketing Inc.

### **DESCRIPTION OF UNITS**

Nineteen (19) railcars bearing reporting marks:

DJLX 96003  
DJLX 96009  
DJLX 96013  
DJLX 96015  
DJLX 96016  
DJLX 96024  
DJLX 96026  
DJLX 96036  
DJLX 96038  
DJLX 96045  
DJLX 96051  
DJLX 96079  
DJLX 96085  
DJLX 96086  
DJLX 96095  
DJLX 96100  
DJLX 96106  
DJLX 96109  
DJLX 96114